

Tina Amico
AVP, Contracts
CIT Rail



October 7, 2011

RECORDATION NO. 29931 FILED

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~~SURFACE TRANSPORTATION BOARD~~

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D C. 20423

RE: LFGE01025

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as **May 2, 2011**, a **primary** document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease Agreement

Lessee: LaFarge North America Inc
12735 Morris Road, Suite 300
Alpharetta, Georgia 30004

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series **CEFX 200879 and TCMX 440118 through TCMX 440326, non-inclusive**, as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t 312.906.5785 f 312.906.5833
sean.dougherty@citrail.com

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd day of May, 2011, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and LAFARGE NORTH AMERICA INC., a Missouri corporation, with an address at 12735 Morris Road, Suite 300, Alpharetta, GA 30004, the "Lessee" and, together with the Lessor, the "Parties")

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Master Lease") dated as of June 23, 2000, effective as of July 1, 1999 and Schedule No. 25 thereto dated as of May 2, 2011 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC

By [Signature]
Name Jeffrey T Lytle
Title SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct

LAFARGE NORTH AMERICA INC
By [Signature]
Name Jeffrey T Lytle
Title SVP

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>
46	3,230 CF pressure differential covered hopper, unlined

Reporting Marks and Numbers

CITX	200879	TCMX	440167
TCMX	440118	TCMX	440173
TCMX	440119	TCMX	440174
TCMX	440120	TCMX	440179
TCMX	440121	TCMX	440180
TCMX	440122	TCMX	440181
TCMX	440123	TCMX	440182
TCMX	440124	TCMX	440248
TCMX	440125	TCMX	440265
TCMX	440126	TCMX	440271
TCMX	440127	TCMX	440273
TCMX	440128	TCMX	440274
TCMX	440129	TCMX	440276
TCMX	440130	TCMX	440279
TCMX	440131	TCMX	440281
TCMX	440132	TCMX	440282
TCMX	440133	TCMX	440283
TCMX	440134	TCMX	440286
TCMX	440135	TCMX	440287
TCMX	440136	TCMX	440290
TCMX	440137	TCMX	440293
TCMX	440149	TCMX	440325
TCMX	440166	TCMX	440326